



January 30, 2004

VIA FACSIMILE

Ms. Jennifer J. Johnson
Secretary, Board of Governors
Federal Reserve System
20th and Constitution Avenue NW
Washington, DC 20551
202/452-3102 (Fax)

RE: Docket No. R-1167-Regulation Z
Docket No. R-1168-Regulation B
Docket No. R-1169-Regulation E
Docket No. R-1170-Regulation M
Docket No. R-1171-Regulation DD

Dear Ms. Johnson:

The Wisconsin Bankers Association (WBA) is the largest financial institution trade association in Wisconsin, representing 320 state and nationally chartered banks, savings and loan associations, and savings banks located in communities throughout the state.

WBA appreciates the opportunity to comment on the proposed regulations issued by the Board of Governors of the Federal Reserve System (FRB) regarding consumer disclosures under Regulations Z, B, E, M and DD (regulations).

The proposals would adopt verbiage from Regulation P regarding the "clear and conspicuous" standard currently contained in the disclosure requirements of the regulations in order to create a universal definition of this standard. As a result, "clear and conspicuous" would mean "a disclosure that is reasonably understandable and designed to call attention to the nature and significance of the information in the disclosure." In addition, the proposals would adopt commentary from Regulation P that attempts to illustrate what is meant by "reasonably understandable" and "designed to call attention," including a discussion of type size used in disclosures.

For the reasons detailed below, WBA cannot more vehemently express its complete opposition to any changes to the current "clear and conspicuous" standard contained in each of these regulations.

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The Proposed Changes To "Clear And Conspicuous" Standards Are Exceedingly Subjective And Would Invite Costly Litigation.

If adopted, the proposals would muddy the current tried and true "clear and conspicuous" standards with terminology that is subjective, such as "legal and highly technical business terminology," "explanations that are imprecise," and "use of everyday words." Use of subjective terminology to describe the requirements of these standards would leave the requirements open to an enormous degree of interpretation, rather than making the standards clearer. When terms are left open to interpretation, loss of certainty occurs and, with that, litigation abounds. Plaintiffs' attorneys would have a field day using the new subjective standard to challenge any disclosure. The resulting litigation at every possible turn would be very expensive and time consuming. The only group that would benefit would be the plaintiff's bar. Consumers certainly would not benefit as they would be less likely to understand the new and unfamiliar disclosures, and financial institutions required to provide the disclosures would face huge legal fees to defend their disclosures. The costs to defend these lawsuits would eventually be reflected in increased costs to consumers for products and services. WBA absolutely believes that the proposed changes are not warranted, and implores the FRB to leave the current standards completely unchanged.

The Proposed Changes To The "Clear And Conspicuous" Standards Would Impose Expensive And Undue Regulatory Burden.

Along with the costs associated with inevitable litigation, the proposed changes to the current standards would impose huge costs and regulatory burdens on financial institutions resulting from a multi-step process to produce new disclosures. First, every financial institution would have to review each and every document to identify all documents that contain disclosures covered by the regulations. Considering the sheer number of forms used to comply with these regulations, this task alone would be very costly and cumbersome. Then, each institution would need to review each of the identified documents to determine whether or not it complies with the new standard. This task would be incredibly expensive and cumbersome given the subjective nature of the proposals. Next, each institution would need to revise each document that does not appear to comply with the new subjective standard. Again, the subjective nature of the requirements will make this task extremely expensive and cumbersome.

In addition, even if the documents otherwise appear to comply with these subjective requirements, some documents will have to be re-created solely to comply with the type-size provisions contained in the rule. While the FRB states that the proposal does not impose a strict type-size requirement, it sets forth a safe harbor at 12-point type. If institutions wished to take advantage of the safe harbor, many documents would have to

he re-created for this purpose alone. This would not only be expensive and burdensome for institutions, it would also create additional costs to consumers for the production of new disclosures, not to mention the burden of reading a longer document (if they would ever read it at all). Furthermore, in some cases institutions would not have the ability to control the type-size contained in disclosures. This would be particularly true where the consumer has agreed to receive disclosures electronically. In those cases, consumers control the type-size and other document parameters through their computer and printing equipment. Institutions cannot and should not be held accountable for actions beyond their control. Moreover, institutions should not be shouldered with the unnecessary financial and operational burdens imposed by the proposal. Therefore, WBA emphatically opposes any change to the current standards.

There Is No Evidence That The Current Definitions Of "Clear And Conspicuous" , Have Caused Confusion Or Problems.

The FRB has provided no evidence that the current regulations have caused confusion or problems. The current standards have been in place for numerous years, and WBA is unaware of any of its members experiencing confusion or problems in creating compliant disclosures under these standards. In addition, consumers have received disclosures produced under the current standards for the same number of years, and WBA is unaware of any consumer confusion or problems in that regard. WBA does not believe that there is a problem with the current standards. The FRB has provided no examples or explanation of when the current standards have caused confusion or problems with disclosures. WBA firmly believes there is no reason to fix something that is not broken. Here the regulations are not broken, therefore they need no fixing. Thus, WBA strenuously urges the FRB to retain the current "clear and conspicuous" standards without change.

The Proposed Changes Will Create Confusion And Be Less Helpful To Consumers.

As indicated earlier, consumers have received disclosures produced pursuant to the current standards for numerous years. Consumers are familiar with these disclosures. If the proposed changes were adopted, consumers would be left with disclosures that are no longer familiar. Doing so could cause confusion. Furthermore, if the proposals were adopted, disclosures would likely become significantly longer. This could necessitate segregation of this information from other information that would normally make the disclosures more meaningful to consumers. Moreover, consumers may be less likely to review lengthier disclosures, which is a consequence no one desires. In addition, longer disclosures would increase production costs. Consumers would ultimately shoulder these costs. These results are simply not helpful to consumers. If one of the FRB's goals

is to help consumers, WBA fails to see how that goal is achieved by changing the standards with which consumers are accustomed and familiar.

Conclusion.

WBA requests that the FRB takes these comments into serious consideration on this important matter. If after very careful deliberation, the FRB adopts the proposed changes, we strongly urge the FRB to provide at least a 24-month period before the changes would be effective, and an additional timeframe before compliance would be mandatory.

However, the FRB must understand that WBA adamantly believes that the current "clear and conspicuous" standards contained in Regulations Z, B, E, M and DD have and will continue to effectively served the purpose of communicating important information to consumers. The FRB has given no evidence to suggest otherwise, and WBA certainly has not been made aware of any consumer complaints based upon claims that the current standards are lacking. In fact, WBA is confident that consumers are accustomed to and familiar with disclosures produced under the current standards. There is simply no convincing argument or evidence to suggest that there is something wrong or lacking in the current standards. Therefore, there is absolutely no reason to begin tampering with the standards.

For all the reasons identified above, WBA vehemently opposes any changes to the current "clear and conspicuous" standards.

Sincerely,



Harry J. Argue, CAE
Executive Vice President/CEO